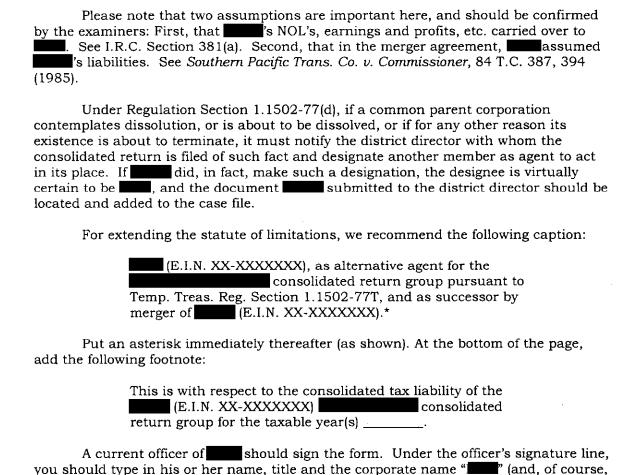
Office of Chief Counsel Internal Revenue Service

memorandum CONVELLATI N. 505 L. 08

	CC:WR:LA:TL-N-5051-98
date:	January 4, 2001
to:	Larry Smoller, Team Coordinator IRS LMSB Group 1117 225 West Broadway, 2 nd floor Glendale, CA 91204-1331
from:	Marilyn Devin, Attorney District Counsel, Los Angeles
	subject: Form 1120 Statute Extension
You have sought Counsel's guidance in determining who is the proper party to execute a Form 872 (Consent to Extend the Time to Assess Tax) on behalf of the above taxpayer with respect to your examination of taxable years prior to	
As I understand them, the facts concerning the changes to the taxpayer's ownership structure are as follows: Prior to an	
was subsequently acquired by . As of percent of shares became the property of ("""). On that date, a "reverse acquisition" under Treasury Regulation Section 1.1502-75(d)(3) took place. The consolidated group survived, with a new parent: (""").	
On the following day, there was another reverse acquisition. This time, the consolidated group did not survive, but was terminated and merged into Henceforth, the new common parent, filed consolidated returns for the group into which had been subsumed.	
comm Here, consol an ext result Accord a "suc	lingly, assuming that the merger qualifies as a statutory merger and that cessor" under state law, is now the proper party to execute a Form 872 ing the group's prior taxable years. Treas. Reg. Section 1.1502-



I trust this has answered your questions. If you wish to discuss the matter any further, don't hesitate to call.

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